State of California
Kevin Shelley
Secretary of State

(72)

03-723469

STATEMENT OF INFORMATION
(Foreign Corporation)

FEES (Filing and Disclosure): $25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME (Please do not alter if name is preprinted.)

C1195294 DUE 01-31-04 05586F NPT
GENENTECH, INC.
ONE DNA WAY
SOUTH SAN FRANCISCO, CA 94080-4990

FILED
in the office of the Secretary of State
of the State of California

DEC 2 2 2003

KEVIN SHELLEY, SECRETARY OF STATE

NEC This Space For Filing Use Only

CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code Section 2117)

2. ☑ CHECK HERE IF THE CORPORATION IS PUBLICLY TRADED. IF PUBLICLY TRADED, COMPLETE THIS STATEMENT OF INFORMATION AND THE CORPORATE DISCLOSURE STATEMENT (FORM SI-PTSUPP). **SEE ITEM 2 OF INSTRUCTIONS.**

NO CHANGE STATEMENT

3. ☐ IF THERE HAS BEEN NO CHANGE IN ANY OF THE INFORMATION CONTAINED IN THE LAST STATEMENT OF INFORMATION FILED WITH THE SECRETARY OF STATE, INCLUDING ANY INFORMATION CONTAINED IN FORM SI-PTSUPP, CHECK THE BOX AND PROCEED **TO ITEM 13**.
IF THERE HAVE BEEN ANY CHANGES TO THE INFORMATION CONTAINED IN EITHER FORM, OR NO STATEMENT HAS BEEN PREVIOUSLY FILED, THIS FORM (AND THE FORM SI-PTSUPP, IF PUBLICLY TRADED) MUST BE COMPLETED IN THEIR ENTIRETY.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 4 and 5 cannot be PO Boxes.)

Item	City and State		Zip Code
4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE: One DNA Way	South San Francisco, CA		94080
5. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY: One DNA Way	City: South San Francisco	State: CA	94080
6. MAILING ADDRESS: One DNA Way, Attn: Corporate Secretary, Legal Dept., MS 49	South San Francisco, CA		94080

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this statement must not be altered.)

Officer	Address	City and State	Zip Code
7. CHIEF EXECUTIVE OFFICER/ Arthur D. Levinson	One DNA Way	South San Francisco, CA	94080
8. SECRETARY/ Stephen G. Juelsgaard	One DNA Way	South San Francisco, CA	94080
9. CHIEF FINANCIAL OFFICER/ Louis J. Lavigne, Jr.	One DNA Way	South San Francisco, CA	94080

AGENT FOR SERVICE OF PROCESS

- If an individual, the agent must reside in California and Item 11 must be completed with a California address.
- If another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 11 must be left blank.

10. NAME OF AGENT FOR SERVICE OF PROCESS
Stephen G. Juelsgaard

11. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
One DNA Way	South San Francisco	CA	94080

TYPE OF BUSINESS

12. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
Manufacture, sale and distribution of pharmaceuticals.

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

TYPE OR PRINT NAME OF OFFICER OR AGENT	SIGNATURE	TITLE	DATE
Roy C. Hardiman		Vice President, Corporate Law & Assistant Secretary	12/18/03

SI-350 (REV 04/2003)

APPROVED BY SECRETARY OF STATE

03 723469

State of California
Kevin Shelley
Secretary of State

CORPORATE DISCLOSURE STATEMENT
Supplement to Statement of Information
(Domestic Stock and Foreign Corporations)

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IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME:
GENENTECH, INC.

INDEPENDENT AUDITOR (See explanation in instructions.)

2. NAME OF THE INDEPENDENT AUDITOR: Ernst & Young, LLP
3. DATE OF THE LAST REPORT PREPARED FOR THE CORPORATION BY THE INDEPENDENT AUDITOR: **Last Audit Report: 1/14/03**
(ATTACH A COPY OF THE LAST REPORT TO THIS STATEMENT) **Last Review Report: 10/7/03**
4. DESCRIPTION OF ANY OTHER SERVICES PERFORMED BY THE INDEPENDENT AUDITOR (See Instructions):
Ernst & Young performed audits of Genentech's annual consolidated financial statements and review of the consolidated quarterly financial statements. They also provided audit-related services relating to the performance of the year-end audits and quarterly reviews (continued on D of SI-PTSUPPA)

DIRECTORS AND EXECUTIVE OFFICERS (See explanation in instructions.)

5. NAMES OF DIRECTORS	ANNUAL COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) Herbert W. Boyer	57,506*	0	10,000***	☐ YES ☑ NO	☐ YES ☑ NO
2) Franz B. Humer	37,500*	0	0	☐ YES ☑ NO	☐ YES ☑ NO
3) Jonathan K.C. Knowles	37,500*	0	0	☐ YES ☑ NO	☐ YES ☑ NO
4) Arthur D. Levinson	2,024,048*	0	450,000***	☐ YES ☑ NO	☐ YES ☑ NO
5) Sir Mark Richmond	39,500*	0	10,000***	☐ YES ☑ NO	☐ YES ☑ NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTSUPPA).

6. NAMES OF EXECUTIVE OFFICERS	ANNUAL COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) Myrtle S. Potter	1,794,928*	0**	250,000***	☐ YES ☑ NO	☐ YES ☑ NO
2) Susan D. Desmond-Hellmann	1,018,662*	0**	250,000***	☐ YES ☑ NO	☐ YES ☑ NO
3) Louis J. Lavigne, Jr.	739,728*	0**	175,000***	☐ YES ☑ NO	☐ YES ☑ NO
4) Stephen G. Juelsgaard	639,472*	0**	175,000***	☐ YES ☑ NO	☐ YES ☑ NO
5) Richard H. Scheller	637,158*	0**	175,000***	☐ YES ☑ NO	☐ YES ☑ NO

LOANS TO MEMBERS OF THE BOARD OF DIRECTORS (See explanation in instructions.)

7. NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1) NONE	
2)	
3)	
4)	
5)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTSUPPA).

ADDITIONAL STATUTORY DISCLOSURES

8. HAS THE CORPORATION FILED BANKRUPTCY WITHIN THE PREVIOUS 10 YEARS? ☐ YES ☑ NO
9. HAS THE CORPORATION VIOLATED ANY FEDERAL SECURITY LAWS OR ANY SECURITY OR BANKING PROVISION OF CALIFORNIA LAW DURING THE PREVIOUS 10 YEARS FOR WHICH THE CORPORATION WAS FOUND LIABLE IN AN ACTION BEFORE A FEDERAL OR STATE COURT OR REGULATORY AGENCY OR A SELF-REGULATORY ORGANIZATION IN WHICH A JUDGEMENT OVER TEN THOUSAND DOLLARS ($10,000) WAS ENTERED? ☐ YES ☑ NO
10. BY SUBMITTING THIS CORPORATE DISCLOSURE STATEMENT TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

Roy C. Hardiman	Vice President, Corporate Law & Assistant Secretary	12/18/03
TYPE OR PRINT NAME OF OFFICER OR AGENT	TITLE	DATE

SI-PTSUPP (REV 04/2003)

APPROVED BY SECRETARY OF STATE

*/**/*** Footnote information appears on Item D of SI-PTSUPPA.

State of California
Kevin Shelley
Secretary of State

ATTACHMENT TO
CORPORATE DISCLOSURE STATEMENT
(Domestic Stock and Foreign Corporations)

03-723469

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

A CORPORATE NAME:

GENENTECH, INC.

B **ADDITIONAL DIRECTORS (Continued from Item 5 on Form SI-PTSUPP)**

	NAMES OF DIRECTORS	ANNUAL COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
6)	Charles A. Sanders	37,500*	0	10,000***	☐YES ☑NO	☐YES ☑NO
7)					☐YES ☐NO	☐YES ☐NO
8)					☐YES ☐NO	☐YES ☐NO
9)					☐YES ☐NO	☐YES ☐NO
10)					☐YES ☐NO	☐YES ☐NO
11)					☐YES ☐NO	☐YES ☐NO
12)					☐YES ☐NO	☐YES ☐NO
13)					☐YES ☐NO	☐YES ☐NO
14)					☐YES ☐NO	☐YES ☐NO
15)					☐YES ☐NO	☐YES ☐NO
16)					☐YES ☐NO	☐YES ☐NO
17)					☐YES ☐NO	☐YES ☐NO
18)					☐YES ☐NO	☐YES ☐NO
19)					☐YES ☐NO	☐YES ☐NO
20)					☐YES ☐NO	☐YES ☐NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. **ADDITIONAL LOANS TO MEMBERS OF THE BOARD OF DIRECTORS (Continued from Item 7 on Form SI-PTSUPP)**

	NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
6)		
7)		
8)		
9)		
10)		

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. **ADDITIONAL INFORMATION (Please reference item number from Form SI-PTSUPP or Form SI-PTSUPPA, as applicable)**

(Continuation of Item 4 from Form SI-PTSUPP)
of the financial statements, tax services relating to tax compliance, tax advice and tax planning and other professional services relating to audit-related consultations. For the first half of 2002 only, they provided internal audit services for special projects.

(In reference to Items 5 and 6 from Form SI-PTSUPP)
*Annual Compensation received for services provided during the fiscal year ended December 31, 2002.
**Officers purchased shares of Genentech, Inc. common stock pursuant to an employee stock purchase plan available broadly to Genentech employees during the year ended December 31, 2002.
***Options for the purchase of Genentech, Inc. common stock granted pursuant to a broad-based stock option plan during the fiscal year ended December 31, 2002.

03-723469

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

The Board of Directors and Stockholders of Genentech, Inc.

We have lited the accompanying consolidated balance sheets of Genentech, Inc. as of December 31, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of Genentech, Inc.'s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Genentech, Inc. at December 31, 2002 and 2001, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in the notes to the consolidated financial statements, in 2002 the Company changed its method of accounting for goodwill and other intangible assets, in 2001 the Company changed its method of accounting for derivative instruments and hedging activities, and in 2000 the Company changed its method of accounting for revenue recognition.

/s/ ERNST & YOUNG LLP

Palo Alto, California
January 14, 2003,
except for the note titled
Subsequent Event, as
to which the date is
February 12, 2003

4/5

03-723469

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

The Board of Directors and Stockholders of Genentech, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Genentech, Inc. as of September 30, 2003, and the related condensed consolidated statements of operations for the three-month and nine-month periods ended September 30, 2003 and 2002 and the condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2003 and 2002. These financial statements are the responsibility of Genentech's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of Genentech, Inc. as of December 31, 2002, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein) and in our report dated January 14, 2003 (except for the note titled Subsequent Event, as to which the date is February 12, 2003), we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2002, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ERNST & YOUNG LLP

Palo Alto, California
October 7, 2003